

Northstar Church

BYLAWS

Amended & Restated

July 27, 2025

ARTICLE 1. MEMBERSHIP

Section 1. Requirements for Membership

Recognizing that the Church is a local expression of the universal church of Jesus Christ, we seek to function with Jesus Christ as our head and in submission to Him and the leaders that He places in authority over us as called, equipped, and empowered by Him to accomplish His work on earth. With the intent of maintaining a meaningful membership that is consistently in tune with the mission of Christ in our world, we establish our membership as a Covenant Membership.

The requirements for a Covenant Membership of Northstar include:

- A. Participation in the approved membership class (currently called “Discovering Northstar”).
- B. Signing the Membership Covenant.
- C. According to the Northstar Membership Covenant, anyone who is to be considered to be a Northstar member shall:
 - 1. Have professed faith in Jesus Christ as their Lord and undergone a believer’s baptism. Candidates for membership who have not been baptized as believers shall be baptized by the Lead Pastor or his representative.
 - 2. Agree to adhere to the Church’s values, strategy and leadership structure, and the Church’s Constitution and Bylaws.-
- D. There is no minimum age requirement for membership as long as members meet the qualifications stated above. Members must be eighteen (18) years of age or older to be eligible to vote.

Section 2. Annual Renewal of Covenant Membership

Covenant Membership is renewed annually in a celebration known as “Covenant Renewal Sunday.” It is a day in which all current members reaffirm their membership by turning in a newly signed membership covenant.

Section 3. Responsibilities of Membership

The Church recognizes that leaders are given to the Church for the building up of the body to maturity and to equip its members for works of service (Ephesians 4.11-13), and the membership establishes certain leadership positions and tasks them with certain positions as described in Article 2 and their respective roles and responsibilities as defined in subsequent Articles.

The membership also retains for itself certain roles and responsibilities to the exclusion of all other leadership positions. The membership may approve, by a vote at a duly called and conducted Membership Meeting, all or any of the following:

- A. To call or dismiss the Lead Pastor or to approve a Board Member candidate. Such a vote shall require a two-thirds vote of the members present and voting at a duly called and noticed meeting. The vote shall be conducted by secret ballot. (See Article 6, for more information.)
- B. To approve the Church incurring any secured debt such as purchase of real estate or the construction of a church building. Approval of secured debt for new construction shall require a two-thirds vote of the members present and voting at a duly called and noticed meeting. Approval of secured debt for the renovation of an existing building shall require a two-thirds vote of the members present and voting at a duly called and noticed meeting.
- C. To approve or amend Theological Position Papers (see "Schedule A"), Constitution, or the Bylaws of the church requires a two-thirds vote of the members present and voting at a duly called and noticed meeting.
- D. To approve the church budget. Such a vote shall require a simple majority vote of the members present and voting at a duly called and noticed meeting.

Section 4. Meetings

- A. The membership will meet at regularly scheduled times in "Membership Meetings" during the year to hear updates on vision, direction, leadership and ministry news from the different leadership teams of Northstar.
 - 1. These Membership Meetings will be presided over by the Lead Pastor and/or the Board Chairman or his designated representative(s).
 - 2. When voting is called for at Membership Meetings or other approved gatherings of the church membership, a "majority vote" is defined as a majority of those present for the meeting, and a two-thirds vote is also defined as being two-thirds of those present for the meeting. Voting in

absentia is not allowed unless approved by the Elder Board before the meeting.

- B. Special meetings may be called by the Lead Pastor or the Board Chairman, with notice as outlined in Article 1, Section 5.B.

Section 5. Notice and Quorum

- A. Notice of regularly scheduled Membership Meetings shall be provided by electronic mail no less than twenty-one (21) days before the date of the meeting.
- B. Notice of any special meeting shall be provided by electronic mail no less than five (5) days before the date of the meeting.
- C. Members present at a duly called regular or special meeting shall constitute a quorum. A “majority vote” is defined as a majority of those present for the meeting.
- D. There shall be no proxy voting.
- E. Absentee voting may only be permitted in certain situations if approved by the Elder Board and the members notified pursuant to the notice requirements of these Bylaws.
- F. A two-thirds vote of the members present and voting shall be required for any action to be taken unless the Church’s Constitution or Bylaws prescribe a different percentage for action to be taken.

Section 6. Discipline

The Church recognizes that due to our struggle with sin and spiritual warfare that there will be times necessary for individual members and/or leaders to be approached about issues of sinfulness. The following are the guidelines for this process:

- A. Discipline is a community responsibility. As such we invest our Staff Team and Elder Board with the authority for pursuing the process of member discipline, but we each as members recognize the need to individually initiate and participate in the process before bringing it to the Staff’s and/or Elder Board’s attention.
- B. The Church will seek to follow the biblical guidelines for the process as found in Matthew 18:15-18.

“If your brother sins against you, go and tell him his fault, between you and him

alone. If he listens to you, you have gained your brother. But if he does not listen, take one or two others along with you, that every charge may be established by the evidence of two or three witnesses. If he refuses to listen to them, tell it to the church. And if he refuses to listen even to the church, let him be to you as a Gentile and a tax collector. Truly, I say to you, whatever you bind on earth shall be bound in heaven, and whatever you loose on earth shall be loosed in heaven.”

1. The goal in member discipline is restoration, not rebuke.
 2. The Church recognizes and affirms that “no discipline seems pleasant at the time, but painful. Later on, however, it produces a harvest of righteousness and peace for those who have been trained by it.” (Hebrews 12:11)
 3. Discipline may consist of exclusion (withdrawal from the fellowship).
 4. Discipline is exercised over the significant, not the trivial.
- C. Discipline should also be addressed in context of Galatians 6:1 which guides us to “restore such a person with a gentle spirit, watching out for yourselves so that you also won’t be tempted.” This urges us to follow the guidelines of humility and grace.
- D. The following is a list of behavior which may necessitate discipline:
1. Sexual immorality (adultery, molestation, homosexuality, abuse) [see Rom 1:24-27, 1 Cor 6:9-20; Gal 5:19; Jude 1:7].
 2. Wrongful divorce proceedings [see Matthew 5:31-32, 19:3-9; Luke 16:18; 1 Cor 7:10-16].
 3. Legal proceedings against you for capital crimes or initiated by you against other Christians for civil offenses [see 1 Cor 6:1-8].
 4. Heresy (repudiation or denial of core Christian teachings) [see 1 Peter 1:16-21; 2 Peter 2].
 5. Violence, abuse, malicious slander, or consistent gossip [see 2 Cor 12:20-21; Eph 4:31-32; Col 3:8-10; 1 Pet 2:1-3].
- E. The pastoral staff and Elder Board is also subject to the Biblical discipline model outlined above. If discipline is required of a pastoral staff leader or Elder Board member, we will also seek to follow the guidelines of 1 Timothy 5:19-20 that addresses the discipline of a church elder: “Do not entertain an accusation against

an elder unless it is brought by two or three witnesses. But those elders who are sinning you are to reprove before everyone, so that the others may take warning.”

- F. If additional discipline is required, see Articles 3 (Elder Board), 5 (Lead Pastor) and 6 (Staff) for the respective actions to be taken.

ARTICLE 2. LEADERSHIP STRUCTURE

The leadership of the Church is vested in two primary ministry areas of leadership to help guide the Church to fulfill its purposes and bring honor and glory to Christ: (1) Elder Board and (2) Staff Team. The Elder Board and Staff Team may create sub-teams to fulfill ministry needs in an *ad hoc* manner.

ARTICLE 3. ELDER BOARD

Section 1. Elder Board Composition, Qualifications, and Duties

- A. There shall be an Elder Board (“Board”), comprised of the Lead Pastor, who serves as an ex officio Board Member, and Chairman of the Elder Board and no less than four (4) additional Board Members. The Elder Board determines the total number of Board Members and elects a Chairman from its membership by a simple majority, who is not the Lead Pastor.
- B. The Board shall engage in prayer for the Church, the pastors, and the Board, monitor the Church’s spiritual vitality including but not limited to policies governing the Board, the Lead Pastor, the relationship between the Board and the Lead Pastor, and the Church’s theology and practices.
- C. The Elder Board is responsible for church discipline and doctrinal clarification. This includes supervision, accountability, and protection of the Lead Pastor.
- D. The Board shall establish Sub-Teams to provide encouragement, counsel, and assistance to the Staff Team in the areas of (1) Staff Support; (2) Stewardship. The Board will create two Sub-Teams composed of members of the congregation to fulfill these duties. Members of the Board will serve as the liaison between the individual teams and the Board. The Board may establish additional Sub-Teams on an ad hoc basis.

1. Staff Support Team

- a. This team exists to ensure that our staff, both paid and volunteer, are provided with all the support - prayerful and practical, emotional, and spiritual - that we can creatively give them as a church. They

will seek to proactively and consistently communicate love, encouragement, value, and honor to our leaders who labor in the Lord to minister to and equip the body of Christ.

- b. The team will additionally be focused on the support, encouragement, and accountability of the pastor, while assisting the pastor with the accountability of the staff.
- c. The team serves as the human resources representative for all staff and personnel issues, including hiring, dismissal, compensation, disputes, and legal matters.

2. Stewardship Team

- a. This team exists to ensure that the money the Lord provides for us as His people through His people's joyful obedience is spent well, directed wisely and is used with the overall purpose of extending His kingdom and making His name great.
- b. The Stewardship Team will review and submit yearly budgets and work with the staff to assess the needs of the church and resource allotments.
- c. The Stewardship Team will receive recommendations from the Staff Support Team about personnel salaries, benefits and appreciation efforts.
- d. The Elder Board shall have the authority to determine how undesignated gifts or any funds in excess or deficit of the annual budget shall be applied. Elder Board Sub-Teams will have an opportunity to provide recommendations. The Elder Board may delegate part of this authority to the Stewardship Team in the form of a Contingency Fund that can be utilized for contingency purposes according to the discretion of the Stewardship Team.

E. The Board may establish a Deacon Ministry (“Deacons”) comprising of a volunteer servant-leadership team dedicated to supporting the Church’s Elders and Staff by providing action-oriented service, problem-solving, and hands-on ministry in identified areas of need.

Section 2. Selection, Term, and Committees

- A. Board Members shall have been members of the Church for not less than one (1) year (1 Timothy 5:22). In addition, Board Members shall meet the qualifications of 1 Timothy 3:1-7 and Titus 1:5-9.
- B. Board Members shall be nominated by the membership. In addition, the Board shall seek nominations from the Board, the Staff Team, and Small Group Leaders. A church member must nominate potential Elder Board leaders during an identified selection process:
 - 1. The Lead Pastor and Elder Board will announce the beginning of a leadership selection process during a normal worship service. The announcements will also be communicated to members via electronic mail.
 - 2. Nominations will be opened up to the church body and specifically solicited from the Staff Team and Small Group Leaders for an identified period, which will include at least two Sundays.
 - 3. The Lead Pastor and Elder Board then interview and select the Elder Board candidates. The candidates must be approved by the Elder Board by a simple majority before presentation to the membership.
 - 4. The approved candidates will be announced to the congregation at least 21 days prior to the duly called membership meeting. Members are encouraged to contact the individual candidates and/or the Board with any comments, questions, or concerns prior to the vote at the Membership Meeting. Candidates will be approved with a two-thirds vote of the members present and voting at a duly called and noticed meeting. The vote shall be by secret ballot vote.
- C. Board Members shall serve a term of three (3) years and may serve two (2) consecutive terms. At the end of three years, the Elder Board member will meet with the Lead Pastor and Chairman, and if all are in agreement with continued service they may serve another three-year term. After two consecutive terms, an Elder Board member must take a year off before returning to Elder Board service.
- D. Elder Board Sub-Team members and Deacons shall serve a term of two (2) years and may serve two (2) consecutive terms. At the end of two years, the member or Deacon will meet with the Lead Pastor and an Elder Board Liaison to that team or ministry, and if both are in agreement with continued service, they may serve another two-year term. After two consecutive terms, the member or Deacon must take a year off before returning to serve on that Elder Board Sub-Team or Deacon Ministry position but may immediately serve on a different Sub-Team or Deacon

ministry.

- E. The Board may establish any committees it deems necessary to carry out its functions.

Section 3. Board Meetings, Notice, and Action

- A. The Board shall meet regularly to conduct the business of the Church, but not less than four (4) times per year.
- B. The Lead Pastor or Chairman may call a special meeting of the Board.
- C. Notice of a regular meeting of the Board shall be provided no less than fourteen (14) days before the meeting and no more than thirty (30) days before the meeting via electronic communication.
- D. Notice of a special meeting of the Board shall be provided in writing no less two (2) days before the meeting via electronic communication. The notice requirement may be waived by a unanimous vote, provided all Board Members in office are present at the meeting either in person or pursuant to Section 2(G) of this Article.
- E. Two-thirds of the Board Members in office must be present at any regular or special meeting to constitute a quorum.
- F. To be approved, all action by the Elder Board must receive a simple majority vote, unless otherwise prescribed in these Bylaws.
- G. The Board may also hold meetings by means of a remote electronic communications system, including video or telephone conferencing technology or the Internet, or any combination, only if each person entitled to participate in the meeting consents to the meeting being held by means of that system, and the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant. Participation in such a meeting shall constitute presence in person at such meeting, except participation for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.
- H. The Board may approve a resolution or action via electronic mail or the like, provided the motion is clearly articulated in the email and receives an affirmative vote from all Board Members in office. The vote shall be recorded in the minutes of the next regular or special meeting of the Board.

Section 4. Removal, Resignation, and Vacancy of Board Members

- A. A Board Member may be removed with or without cause upon the recommendation of the Board Chairman or Lead Pastor and a simple majority vote of the Board Members present and voting at any duly called and noticed meeting of the Board. The Board Member subject to removal shall not vote.
- B. Any Board Member may resign by submitting a written letter of resignation to the Chairman.
- C. In the event of a vacancy by removal or resignation, the Board shall have the option to fill the open position with a new candidate according to the process outlined in Article 3, Section 2.

Section 5. Compensation

Elder Board Members shall receive no compensation for their service on the Board.

Section 6. Confidentiality

Each Board Member shall execute a confidentiality agreement upon being voted onto and accepting appointment to the Elder Board.

ARTICLE 4. ELDER BOARD OFFICERS

Section 1. General

There shall be a Chairman, Secretary, and Treasurer of the Elder Board.

Section 2. Chairman

- A. **Selection.** The Elder Board elects a Chairman from its membership by a simple majority, who is not the Lead Pastor.
- B. **Term.** The Chairman shall serve a one-year term and may be appointed to an unlimited number of terms.
- C. **Duties.** The Chairman shall facilitate all board meetings, coordinate meeting agendas with the Lead Pastor, and serve as the Board representative to the church membership.
- D. **Removal.** The Chairman may be removed with or without cause by a simple majority vote of the Board Members present and voting at any duly called and noticed meeting of the Board.

- E. **Vacancy.** In the event of a vacancy, the Board shall replace the Chairman per the selection process described above.

Section 3. Secretary

- A. **Selection.** The Secretary shall be appointed by the Board through a simple majority vote of the Board Members present and voting at any duly called and noticed meeting of the Board.
- B. **Term.** The Secretary shall serve a one-year term and may be appointed to an unlimited number of terms.
- C. **Duties.** The Secretary shall take meeting minutes and distribute those to Board members after the meeting.
- D. **Removal.** The Secretary may be removed with or without cause upon the recommendation of the Chairman and by a simple majority vote of the Board Members present and voting at any duly called and noticed meeting of the Board.
- E. **Vacancy.** The Board shall fill any vacancy by the selection process prescribed in this section.

Section 4. Treasurer

- A. **Selection.** The Treasurer shall be appointed by the Board through a simple majority vote of the Board Members present and voting at any duly called and noticed meeting of the Board.
- B. **Term.** The Treasurer shall serve a one-year term and may be appointed to an unlimited number of terms.
- C. **Duties.** The Treasurer shall serve as the Board liaison to the Stewardship Team, which oversees all the finances of the Church, reports to the Board, and maintains all appropriate records. Upon request, the Treasurer will provide updates to the Board about church finances.
- D. **Removal.** The Treasurer may be removed with or without cause upon the recommendation of the Chairman and a simple majority vote of the Board Members present and voting at any duly called and noticed meeting of the Board.
- E. **Vacancy.** The Board shall fill any vacancy by the selection process prescribed in this section.

ARTICLE 5. LEAD PASTOR

Section 1. Selection

The Elder Board shall, in cooperation with the remaining staff, form a search committee composed of leadership, staff, and members. The members of the search committee shall have been members of the Church for longer than one (1) year. The search committee shall present one (1) candidate to the Elder Board for consideration.

Upon approval by the Elder Board by simple majority vote, the candidate will be presented to the Church Membership during a duly called and noticed Member meeting. The Candidate will then be asked to participate in at least one regular Sunday worship service. The Lead Pastor will then be selected by a two-thirds secret ballot vote of the members present and voting at a duly called and noticed Member Meeting.

Section 2. Qualifications

The Lead Pastor must meet and continue to maintain the qualifications as given in 1 Timothy 3:1-7. He must model servant leadership and seek to build up the church as described in Ephesians 4:11-13.

Section 3. Term

The term of office for the Lead Pastor shall be indefinite.

Section 4. Duties

The Lead Pastor is called by God to the church to lead the church, proclaim scriptural truth, conduct the ordinances of baptism and communion, administer the church staff, nominate leaders for the Elder Board, preside with the Board Chairman over Membership Meetings, increase the faithfulness and discipleship of the congregation, and equip the congregation and members to reach out to the community and beyond through mission and evangelism. The Pastor must have been ordained either previous to his calling to this church or by this Church.

The Lead Pastor shall only vote at a membership meeting when there is a tie vote.

Section 5. Allegation of Doctrinal Error or Misconduct

Should any member have reason to believe that the Lead Pastor is/has engaged in doctrinal error or conduct not befitting a minister, the member shall follow the discipline process stated in Article 1, Section 6. If the behavior does not change and discipline is required, the member

shall state the reasons for concern in writing to any Board member, who shall provide the information to the full Board, including the Lead Pastor. The Board shall complete an inquiry into the matter and determine what, if any, restorative discipline is required.

Section 6. Removal

Upon consideration and recommendation of the Board by two-thirds vote, the Board shall recommend the removal of the Lead Pastor to the members. The Lead Pastor shall be removed by a two-thirds vote of the membership at any duly called and noticed regular or special meeting. The membership voting shall be conducted by secret ballot and votes counted by the Secretary and one other selected Board Member.

Section 7. Vacancy

The Elder Board shall fill any vacancy by the selection process prescribed in Article 5, Section 1.

ARTICLE 6. STAFF TEAM

Section 1. General

The guide for all staff leaders (including the Lead Pastor) is the principle of servant leadership established by Jesus (Mark 10.42-45, 1 Peter 5.1-4). As spiritual leaders, the staff will be measured by their growing faithfulness to the principles of leadership mentioned in Titus 1.6-9. The Staff Team shall seek to equip the members to serve and extend the kingdom of God as described in Ephesians 4.11-13. They are called and empowered to lead the membership into service and not do all the work themselves. The Staff Team will seek to create a culture of grace, cooperation, teamwork, learning and love in Northstar.

The Staff Team is composed of Pastoral Staff, Ministry Staff, Support Staff, and Interns. Combined, the Staff Team may consist of any paid and/or unpaid position. Each member of the Staff Team performs his or her work in ministry as defined in this document and described in the ministry description for the position.

Pastoral Staff are defined as staff members serving in the role of Lead Pastor, Executive Pastor, or Associate Pastor(s). Ministry Staff are defined as staff members serving in the role of ministry leaders over specific areas of ministry (i.e., children, youth, college, worship). Support Staff are defined as staff members serving in the role of assistants, secretaries, or other support areas such as counseling, creative content, facilities, finances, etc. Section 2. Selection

The Lead Pastor or his Pastoral Staff delegate is responsible for filling paid and unpaid positions of the Staff Team as well as determining needed staff positions. For Pastoral and Ministry Staff positions, a ministry description for the position will be presented to the Elder Board, and members of the Board may participate in any interviews and selection of the potential Pastoral or Ministry Staff member.

The Lead Pastor candidate will be asked to participate in at least one regular Sunday worship service and be approved with a two-thirds vote of the members present and voting at a duly called and noticed meeting. The vote shall be by secret ballot vote.

Candidates for staff positions other than a Lead Pastor do not need to be brought before the entire church at a member meeting for a vote. Voting is reserved only for the Lead Pastor position.

Section 3. Compensation

The compensation for any staff member shall be determined and approved by the Elder Board's Staff Support Team. Upon approval, the Elder Board's Stewardship Team will include the compensation in the annual or revised budget that must be approved by a majority vote of the church membership.

Section 4. Discipline and Dismissal

If a staff member is to be disciplined by his or her supervisor, it must be done in consultation with the leader of the Elder Board's Staff Support Team and in accordance with biblical standards (Matthew 18:15-17, Galatians 6:1), Northstar employment policies, and Virginia law.

The supervisor has authority over matters pertaining to staff including their hiring, evaluation, discipline, and dismissal. If a pastoral or ministry staff member is to be dismissed by the supervisor, it must be approved by a simple majority vote of the Elder Board and in accordance with biblical standards and Virginia law. Support staff or interns can be dismissed at the discretion of the supervisor as stated above.

ARTICLE 7. MUTUAL INTEREST

The behavior of anyone in fellowship with this Church is of common interest to the Elder Board and the membership. (Gal. 6:1) This Church requires every Board Member, employee, ministry leader, and volunteer adhere to a lifestyle that is consistent with the doctrines of this Church as taught in the Scriptures.

ARTICLE 8. ECCLESIASTICAL AUTHORITY

Any disputes that arise over the interpretation of this Church's Constitution, Bylaws, or doctrine shall be deferred to the highest authority of this Church, the Elder Board, which shall serve as the highest tribunal in this Church.

ARTICLE 9. NON-PROFIT STATUS

Section 1. Private Inurement

No part of the net earnings of the Church shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Church shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distribution in furtherance of the purposes set forth in Article 2, Section 2 of the Northstar Church Constitution.

Section 2. Political Involvement

No substantial part of the activities of the Church shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Church shall not participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE 10. PROPERTY

Section 1. Title

All real and personal property of the Church shall be deeded to the Church and held in its name.

Section 2. Purchases and Sales of Property

The purchase or sale of real property shall be approved upon the recommendation of the Board and a two-thirds vote of the members present and voting at a duly called and noticed meeting.

ARTICLE 11. CONFLICT OF INTEREST

No Board Member, staff member, committee member, or other such person in a position of leadership shall be disqualified, by reason of his or her office, from dealing or contracting with the Church, either as vendor, purchaser, or otherwise.

No lawful transaction or contract of the Church shall be void or voidable on the grounds that any such person or entity in which such person has any financial interest or membership, is in any way interested in the transaction or contract, provided that:

- (1) the person's interest in the transaction was disclosed or known to the Board or the appropriate committee thereof prior to the transaction or contract being approved, and
- (2) the Board or committee thereof authorized, approved, or ratified the transaction or contract without counting in the vote any such interested person; and
- (3) the transaction or contract was fair to the Church.

No accounting of profit/loss from the transaction or contract shall be required of a Board Member, staff member, committee member, or other such person in a position of leadership when approval is granted under the conditions of this Article.

ARTICLE 12. EMPLOYMENT

The Church is an "*At Will*" employer and can terminate for any reason or at any time. Any other document or statement to the contrary is void and superseded by these Bylaws.

The Church is a religious employer, and all employees are essential to fulfilling the Church's religious purpose. As such, all employees must adhere to the Church's Statement of Faith, Baptist Faith and Message 2000, Membership Materials, ByLaws, and biblical teachings.

ARTICLE 13. FINANCES

Section 1. Fiscal Year

The fiscal year shall be the calendar year unless the Elder Board votes by a simple majority to change the fiscal year start and end date.

Section 2. Right to Refuse Gifts

The Board has the right to refuse and not accept any gift made to the Church.

Section 3. Designated Gifts

The Church shall distribute gifts consistent with the donor's designation. Notwithstanding the foregoing, if a fund to which a designated gift is made has excess funds or is no longer in use, the Church shall use the gift in the manner most consistent with the donor's designation.

ARTICLE 14. INDEMNIFICATION AND ELIMINATION OF LIABILITY

To the full extent allowed by the laws of the State of Virginia in force on the date of these Bylaws, the Church shall indemnify against liability and advance reasonable expenses as determined by the Elder Board to any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because he is or was a Board Member, or while a Board Member, is or was serving at the Church's request as a Board Member, partner, trustee, employee, or agent of another Church, partnership, joint venture, trust, employee benefit plan, or other enterprise. As authorized by the laws of the State of Virginia the provisions of this Article are in addition to and not in limitation of the specific powers of a Church to indemnify agents set forth therein.

ARTICLE 15. DISSOLUTION

Section 1. Dissolution

Any resolution for dissolution of the church must be approved by the Board Members present and voting at any duly called and noticed meeting of the Board. For the Board's recommendation to be approved, it shall require a two-thirds vote of the members present and voting at a duly called and noticed regular or special Membership meeting.

Section 2. Winding Up

Upon the dissolution of the Church, none of its funds or assets shall be distributed to any Board Member or any other individual. The Board shall, after paying or making provision for the payment of all of the liabilities of the Church, dispose of all of the funds and assets of the Church by conveying the same to another church or ministry, provided that at the time, the church or ministry meets the requirements for an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law). Any such funds or assets not so disposed of shall be disposed of by a court of competent jurisdiction to such organizations as the court shall determine.

ARTICLE 16. OTHER ENTITIES

The Church, by action of the Board, may create other such legal entities as necessary to further the purpose of the Church, including but not limited to additional non-profit corporations, non-profit holding companies, and for-profit companies (whether a corporation or limited liability company) designed to promote the Church's stated purposes, but which may not qualify for tax-exempt status pursuant to the Internal Revenue Code of 1986.

ARTICLE 17. EMERGENCY BYLAWS

In the event of an emergency that prevents the membership from physically meeting to conduct the business of the Church, the Elder Board may adopt Emergency Bylaws to provide for the continued operation of the Church, including but not limited to changing or postponing the dates for membership meetings, extending the terms of current Board Members, officers, committee members, and the like, and appointing new Board Members, and committee members as necessary. These emergency Bylaws are valid for a period of 90 days but can be extended for additional 90 day periods by a simple majority vote of the Elder Board.

ARTICLE 18. AMENDMENTS

Amendments to these Bylaws may be made by a two-thirds vote of the members present and voting at any duly called and noticed Membership meeting.

ADOPTED by Northstar Church on this 20th day of July, 2025.

Secretary

SCHEDULE A

THEOLOGICAL POSITION PAPERS

1. “Theological Perspectives on Current Societal Issues - Northstar Church Positions: Sexual conduct, gender, and purity” (as of July 20, 2025)
2. “Theological Perspectives on Current Societal Issues - Northstar Church Positions: Women’s roles in church leadership” (as of July 20, 2025)